

Notification of Pro Forma Transfer

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”) and Section 63.24 of the Commission’s rules, 47 C.F.R. § 63.24, Northwest Missouri Cellular Limited Partnership (“NWMC”) hereby notifies the Federal Communications Commission (“FCC” or “Commission”) of the transfer of control of the general partner interest held by Oregon Farmers Mutual Telephone Company, a wholly-owned subsidiary of Northwest Missouri Holdings, Inc. (collectively “OFM”) to the remaining partners in NWMC.

Answer to Question 10 & Sections 63.18(a)-(d)

The name address and phone number of the applicant/transferee is set-forth in Item 1 of the Form 214 TC. NWMC is a Delaware limited partnership. Because the ultimate ownership and control of the international Section 214 authorization will not change as a result of this transaction, NWMC has been designated as both the transferor and the transferee for the instant notification. All correspondence, notices, and inquiries regarding this notification should be addressed to:

Gregory W. Whiteaker
HERMAN & WHITEAKER, LLC
6720-B Rockledge Drive
Suite 150
Bethesda, MD 20817
202-600-7274

International Section 214 Authorizations:

Northwest Missouri Cellular Limited Partnership holds an International Section 214 authorization for global or limited global resale service under FCC File No. ITC-214-20010427-00255.

Answer to Question 11 - Section 63.18(h)

The following entities hold general partnership interests in NWMC:

- 1) Missouri Stateline Communications, a wholly owned subsidiary of IAMO Telephone Company;
- 2) Rock Port Communications, Inc., a wholly owned subsidiary of Rock Port Telephone Company;
- 3) Grand River Communications, Inc., a wholly owned subsidiary of Grand River Mutual Telephone Corporation;
- 4) Alltel Communications, LLC, an indirect wholly-owned subsidiary of Cellco Partnership d/b/a Verizon Wireless.

IAMO Telephone Company, Rockport Telephone Company, and Grand River Mutual Telephone Corporation are organized as telephone cooperatives that are wholly owned by their member subscribers. No member subscriber holds a 10% or greater interest in the applicable

cooperative. Verizon Wireless is a wholly-owned, indirect subsidiary of Verizon Communications, Inc. (“Verizon”), a publically traded company. No person is known to hold a 10% or greater interest in Verizon.

Answer to Question 13

Pursuant to the organizational documents of NWMC and applicable Delaware law, OFM ceased to hold a general partnership interest in NWMC on April 6, 2015, as a result of OFM’s filing of a petition in bankruptcy on that date. The withdrawal of OFM from NWMC results in the increase of the remaining general partners’ ownership interests on a pro rata basis. Such increases do not result in any partner acquiring 50% or more of the partnership interests in, or actual control of, NWMC, and accordingly, are *pro forma*. Nor does the withdrawal result in the addition of any new partner on whose qualifications the Commission had not previously passed. Accordingly, NWMC does not believe that the event constitutes a cognizable transfer of control requiring Commission notification pursuant to Rule 63.24. Out of an abundance of caution, and pursuant to discussions with Commission staff, however, NWMC is filing the instant notification.¹

Request for Waiver of 30-day Filing Period

To the extent necessary, NWMC requests a waiver of the requirement of Rule 63.24(f) and (g), as applicable, that the notification be filed within 30 days of the event causing the assignment or transfer. OFM did not timely or formally notify NWMC of the events of withdrawal pursuant to Delaware law and the Partnership Agreement.²

¹ The Commission previously accepted a similar notification filed in the Universal Licensing System with respect to NWMC’s wireless licenses. *See* File No. 0006932939.

² In addition, counsel for NWMC has been working with staff regarding the status of a letter filed July 15, 2015, (“July Letter”) with the Commission Secretary when the International Bureau Filing System (“IBFS”) was not available for electronic filing. The July Letter informed the Commission of a June 15, 2015, order of the Circuit Court of Holt County Missouri appointing Nicholas Robb (“Receiver”) as a receiver to, among other things, take possession of OFM’s assets and to notify all regulatory authorities of such event (the “Receivership Order”). In the Receivership Order, OFM’s assets purported to include OFM’s general partner interest in NWMC, and accordingly, NWMC endeavored to timely notify the Commission of this event.

As noted above, however, pursuant to the organizational documents of NWMC and applicable Delaware law, OFM ceased to be a general partner in NWMC prior to the June 15, 2015, Receivership Order, and such partnership interest in NWMC was not an asset of OFM of which the Receiver could take possession. To date, the July Letter has not been accepted for filing or entered into IBFS, and NWMC has requested that International Bureau staff destroy or return the July Letter. A copy of this application is being served on counsel for the Receiver.